

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 327(a)
AND FED. R. BANKR. P. 2014 AUTHORIZING THE
RETENTION AND EMPLOYMENT OF HAMILTON, RABINOVITZ &
ASSOCIATES, INC. AS CONSULTANTS WITH RESPECT TO ASBESTOS
CLAIMS**

Upon the Application, dated April 22, 2010 (the “**Application**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(a) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) for entry of an Order authorizing the Debtors to employ and retain Hamilton, Rabinovitz & Associates, Inc. (“**HR&A**”) as consultants with respect to present and future asbestos claims, all as more fully described in the Application; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be given; and the Court having found and determined that the relief sought in

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain HR&A as their consultants with respect to present and future asbestos claims; and it is further

ORDERED that HR&A shall file with the Court interim and final fee applications in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, orders of the Court, guidelines established by the U.S. Trustee, and such other procedures as may be fixed by order of this Court, including but not limited to the Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711]; and it is further

ORDERED that all requests of HR&A for payment of indemnity pursuant to the Engagement Letter shall be made by means of an application (interim or final as the case may be) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Engagement Letter and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought; *provided, however*, that in no event shall HR&A be indemnified in the case of its

own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement Letter, this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: May 6, 2010
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

